

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

POSITEC USA INC., a North Carolina
Corporation and POSITEC USA INC., a South
Carolina Corporation,

Plaintiffs,

v.

MILWAUKEE ELECTRIC TOOL
CORPORATION,

Defendant.

C.A. No. 05-CV-00890-GMS

DECLARATION OF EDWARD R. LAWSON, JR.

I, Edward R. Lawson, Jr. declare as follows:

1. I am a partner in the law firm of Michael Best & Friedrich, LLP and was the author and or addressee of various communications involving Positec Germany GmbH and Positec Machinery Co. Ltd
2. Attached hereto as Exhibit 9 is a true and accurate copy of the January 17, 2006 communication between me and Positec Machinery Co. Ltd.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and correct.

Executed this 3rd day of February, 2006 at Milwaukee, Wisconsin.

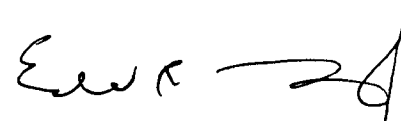

EDWARD R. LAWSON, JR.

Exhibit 9



Michael Best & Friedrich LLP
Attorneys at Law

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Edward R. Lawson, Jr.
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January 17, 2006

VIA E-MAIL
CONFIRMATION VIA DHL

Mr. Jai Wu
Positec Machinery Co. Ltd
461 East Ganjiang Road
Suzhou 215006
CHINA

Re: WORX Circular Saw and
Milwaukee Electric Tool Corporation's Intellectual Property Rights
Our File No. 066042-9753

Dear Mr. Wu:

My December 15, 2005 letter, as well as prior correspondence with you and Positec Germany, were intended to initiate a dialogue in the hopes of reaching an amicable global business resolution to Milwaukee's infringement concerns as they apply to the WORX Circular Saw. Milwaukee was disappointed to learn that rather than responding to my December 15th effort to discuss Milwaukee's infringement concerns, Positec USA (North Carolina) and Positec USA (South Carolina) (collectively "Positec USA") filed a law suit against Milwaukee in the United States District Court for the District of Delaware. Milwaukee has filed a motion to dismiss that law suit because it has no intention of litigating its referenced patents against Positec USA or any other customer, distributor or sales representative of Positec China at this time. Milwaukee is hopeful that litigation against Positec China as well as its customers, distributors and sales representatives can be avoided entirely by direct communications with the manufacturer of the WORX circular saw, Positec China.

Be assured that Milwaukee has no intention at this time, or for at least six months, of bringing a law suit asserting infringement of Milwaukee's U.S. Patent Nos. 6,108,916, 6,301,790, or 6,588,112 against Positec China or Positec Germany. Milwaukee does not wish to litigate these U.S. patents as they relate to the WORX Circular Saw at this time because such litigation would be premature.

Milwaukee has several U.S. patent applications still pending before the United States Patent and Trademark Office which when they issue as patents will also be relevant to the WORX Circular Saw. Milwaukee has no intention of litigating until one or more of these applications actually issues as a U.S. patent, and then only if a reasonable business solution to Milwaukee's infringement concerns cannot be reached.



Mr. Jai Wu
January 17, 2006
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Milwaukee is willing to discuss its infringement concerns with Positec China at this time in order to avoid difficulties in the future. In order to do so, however, we request that Positec China respond to the inquiries noted in my earlier communications, *e.g.*, the basis for Positec China's position that it does not infringe the identified Milwaukee patents.

Milwaukee certainly hopes that this matter can be resolved without the need for litigation. We await your response.

Sincerely,

MICHAEL BEST & FRIEDRICH LLP

A handwritten signature in black ink, appearing to read "Edward R. Lawson, Jr.", written over a vertical line that extends from the signature down towards the typed name.

Edward R. Lawson, Jr.

ERL/pb
cc: Dyann L. Kostello, Esq.
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CERTIFICATE OF SERVICE

I hereby certify that on February 7, 2006 I electronically filed the foregoing with the Clerk of the Court using CM/ECF, which will send notification of such filing to William J. Marsden, Jr.

I further certify that on February 7, 2006 I caused to be served true and correct copies of the foregoing document on the following in the manner indicated:

BY HAND

William J. Marsden, Jr.
FISH & RICHARDSON P.C.
919 N. Market St., Suite 1100
Wilmington DE 19899

BY FEDERAL EXPRESS

Alan D. Smith
FISH & RICHARDSON P.C.
225 Franklin Street
Boston, MA 02110

/s/ Leslie A. Polizoti

Leslie A. Polizoti (#4299)